

By-Laws of The Historical Society of the Somerset Hills

Article I Name

The name of this organization is The Historical Society of the Somerset Hills, a New Jersey not-for-profit corporation, incorporated under and pursuant to Title 15 of the Revised Statutes of the State of New Jersey, hereinafter referred to as “THSSH”.

Article II Statement of Purpose

1. The mission of THSSH is to acquire, conserve and share local artifacts and information on matters of local historic interest; cultivate interest in local history; encourage the preservation of local historic resources; facilitate historic research; and preserve, operate, and interpret the Brick Academy.
2. THSSH has been organized exclusively for civic, charitable, and educational purposes within the meaning of Section 501c(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501c(3) of the Internal Revenue Code, or corresponding sections of any further federal tax code.

Article III Membership

1. **Members:** Any person interested in the purpose of THSSH may become a Member upon the payment of annual dues as determined by the Board of Trustees. The members of THSSH shall have no right, title, or interest whatsoever in its income, property, or assets, nor shall any portion of such income, property, or assets be distributed to any member on the dissolution or winding up of THSSH. Members of THSSH shall not be personally liable for debts, liabilities, or obligations of THSSH, and shall not be subject to any assessments.
2. **Categories of Membership:** Categories of membership may include, but not be limited to: Individual; Family; Life; Senior; and Student. Modification of these categories, if necessary, shall be determined by the Board of Trustees.
3. **Honorary Members:** The Board of Trustees may award, by majority vote of the members of the Board of Trustees, present at any meeting ~~noticed for that purpose~~, an Honorary Membership to any person deemed deserving by the Board of Trustees. Such Honorary Members shall have all the rights and privileges of a member.
4. **Membership Nontransferable:** Membership in THSSH is not transferable or assignable.

Article IV Board of Trustees

1. **Board of Trustees:** There shall be a Board of Trustees which shall meet regularly to conduct official business:

- a) to formulate and implement policies and plans;
- b) to raise and manage the funds necessary for this purpose;
- c) to provide support and direction to the members of THSSH and its committees;
- d) to deliver the mission of THSSH

2. **Size of Board:** The number of Trustees shall be not less than five nor more than fifteen persons, all of whom shall be volunteers and must be members in good standing of THSSH, i.e. dues current, within the membership year.

3. **Nomination of Trustees:** The Board of Trustees shall decide by vote at a regularly held Board meeting if conditions necessitate the appointment of another Trustee to the THSSH Board. If the deciding vote determines another Trustee is needed, the Board shall solicit within the Board of Trustees, a candidate's name to be placed under consideration. A nomination form for that candidate shall be submitted at a subsequent Board meeting within a reasonable time thereafter. At that meeting, if the Trustees vote to proceed with the nomination is procured, the Nominating Committee shall arrange to convene and follow the guidelines for this process. After the Trustee interview is conducted, the Nominating Committee shall submit their findings to the Board for a vote. At that meeting, a final vote to appoint the candidate to the Board shall be taken, and that vote shall determine if the prospective Board of Trustee member shall be appointed.

4. **Powers of Appointment:** The Board of Trustees shall have power to employ or appoint such persons, agents or corporations as may be necessary, in its judgment, for the conduct of the business of THSSH, and to designate their titles and compensation, if any. Such person or persons shall be responsible to the Board of Trustees through the President.

5. **Duties and Responsibilities:** A Trustee shall attend all Board meetings and participate in discussions on important matters of the Board of Trustees. A Trustee is part of the quorum of the Board of Trustees and holds one vote. A Trustee has legal and fiduciary duties and responsibilities.

6. **Attendance:** If a Trustee misses three (3) consecutive Board meetings without a reason acceptable to the Board of Trustees by vote, such Trustee shall be deemed to have resigned and shall be so notified in writing.

7. **Term:** Each Trustee shall hold office for one year beginning on the first day of January. The number of terms is not limited. Each Trustee should announce at the last Board of Trustees meeting for that calendar year, their intention to continue in their role beyond the end of their term. Trustee Reappointment Elections shall be held at the beginning of each year. The reappointment of Trustees shall be determined by majority vote of the Board of Trustees, excluding the person under consideration.

8. Resignation and Forfeiture: A Trustee can resign from this role at any time without reason. Any Trustee who fails to fulfill any of his or her requirements as set forth in these bylaws shall automatically forfeit his or her seat on the Board. The Trustee shall be notified in writing that his or her seat has been declared vacant.

9. Vacancies: A vacancy on the Board of Trustees shall be filled by the Chairperson with the advice and consent of the Board of Trustees. Any Trustee so appointed shall hold office for the unexpired term of the predecessor Trustee.

10. Advisory Trustee: An accomplished expert who is expected to offer innovative advice and dynamic perspectives can be appointed to the Board of Trustees at any time as provided in Article IV, 4. Powers of Appointment. An Advisory Trustee can attend all Board meetings and participate in discussion on important matters of the Board. An Advisory Trustee does not carry the same legal responsibilities and fiduciary duties as the Board. An Advisory Trustee is not considered part of the quorum of the Board of Trustees and does not have the right to vote. An Advisory Trustee shall hold office for one calendar year beginning on the first day of January. The number of terms is not limited. The Advisory Trustee should announce to the President on the first day of December their intention to continue in their role beyond the end of their term. An Advisory Trustee can resign from this role at any time without reason. An Advisory Trustee can be terminated from this role at any time without reason.

11. Honorary Trustee: The Board of Trustees may elect persons to the position of Honorary Trustee, individuals whose contributions to THSSH have been outstanding, by two-thirds (2/3) of the votes cast at any regular Board meeting. An Honorary Trustee carries the right to attend Board meetings and to speak, but shall not make motions or vote at Board meetings.

Article V Officers

1. Officers and Terms: The Officers of THSSH shall be a Chairperson, a President, a Secretary, and a Treasurer. Officers shall be Trustees of THSSH.

2. Term of Office: The Officers of THSSH shall be elected annually by the Board of Trustees at a regular meeting of the Board of Trustees.

3. Vacancies: A vacancy in any office because of death, resignation, removal or disqualification of the Officer may be filled by the Chairperson for the unexpired portion of the term, with the advice and consent of the Board of Trustees.

4. Powers and Duties

a. Chairperson: The Chairperson shall be the principal Operating Officer of THSSH and shall in general be responsible for carrying out the long range strategic plan and management of day-to-day activities of the corporation. The Chairperson shall preside at all meetings of the members and of the Board of Trustees. The Chairperson shall perform other duties as may from time to time be assigned to him or her by the President or by the Board of Trustees.

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b. **President:** The President shall be the principal Executive Officer of THSSH and shall in general supervise and control all the legal business and affairs of the Corporation except those areas which are the responsibility of the Chairperson. The President shall preside at all meetings of the members of the Board of Trustees whenever the Chairperson shall not be performing those duties. The President may sign with the Secretary or any other proper Officer of the Corporation authorized by the Board of Trustees, any deed, mortgages, bonds, contracts or other instruments the Board of Trustees has authorized to be executed, except for signatures which shall be expressly designated by the Board of Trustees or by these By-laws or by statute for some other Officer agent of the Corporation. In general, the President shall perform all duties as may be prescribed by the Board of Trustees from time to time.

c. **Vice President(s):** In the absence of the Chairperson and the President or in the event of the Chairperson's and President's inability or refusal to act, the Vice-President(s) in order of their election shall perform the duties of the President and shall have all the powers of and be subject to all the restrictions upon the President. Any Vice-President shall perform other duties as may from time to time be assigned to them by the President or by the Board of Trustees.

d. **Treasurer:** If required by the Board of Trustees, the Treasurer shall give bond for the faithful discharge of the duties of the office of Treasurer in such sum and with such surety, as the Board of Trustees shall determine at the cost of THSSH. The Treasurer shall have charge and custody of and be responsible for all funds and securities of THSSH; receive and give receipts for money due and payable to THSSH from any source whatsoever and deposit all monies in the name of THSSH in banks, trust companies or other depositories as may be selected by the Board of Trustees and in general perform all the duties incident to the office of the Treasurer and such other duties as are from time to time assigned to the Treasurer by the President or by the Board of Trustees.

e. **Secretary:** The Secretary shall be responsible for the minutes and attendance records of all meetings of the Board of Trustees and Executive Committee; see that all notices are given in accordance with the provisions of these By-laws or as required by law; be custodian of the corporate records and the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these By-laws; perform such other duties as shall be prescribed by the Board of Trustees.

Article VI Committees

1. **Executive Committee:** The Executive Committee shall consist of the Officers. Its function shall be to conduct the business of the Board of Trustees when an emergency situation arises, and to report to the Board of Trustees at the next Board meeting.

2. **Standing Committees:** The following shall be Standing Committees of the Board of Trustees:

a. **Nominating Committee:** The Board of Trustees shall appoint a Nominating Committee of three who shall be responsible for interviewing and nominating prospective electees to the Board of Trustees; presenting a list of candidates for appointment to office by the Chairperson if and

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when required; publishing a list of nominees at least 30 days prior to the meeting at which they are to be elected; advising the membership in such notice that nominations may be made from the floor with the prior consent of the nominee.

b. **Planning Committee:** The Planning Committee shall be responsible for the preparation of the long-range plan and the periodic review of the By-laws.

3. **Other Committees:** The Chairperson may appoint, with the approval of the Board of Trustees, such other Committee Chairmen as may be deemed advisable.

Article VII Removal

1. **Removal for Absences:** Should any member of the Board of Trustees absent themselves unreasonably from three (3) consecutive meetings of the Board of Trustees without notifying the Chairperson or Secretary stating their reason for so doing, and if their excuse shall not be accepted by the members of the Board of Trustees, their seat on the Board of Trustees may be declared vacant and the Chairperson may forthwith proceed to fill the vacancy.

2. **Removal With or Without Cause:** Any Officer or Trustee may be removed from office with or without cause by the affirmative vote of two-thirds (2/3) of the Board of Trustees at a special meeting called for that purpose by at least five (5) members of the Board of Trustees. Any Officer or Trustee proposed to be removed shall be entitled to at least ten (10) days notice, in writing, of the charges and the date of the meeting at which such removal is to be voted upon, and shall be entitled to appear before and be heard by the Board of Trustees at such meeting.

Article VIII Meetings

1. **Annual Meeting of the Members:** The Annual Meeting of THSSH shall be held in or around February. All members shall be notified at least thirty (30) days in advance of the date, place, Nominating Committee Slate, and the agenda of the Annual Meeting. This notification may be via First Class Mail or Email as determined by the Secretary.

2. **Board of Trustees Meetings:** The Board of Trustees shall meet at regular intervals at least eight (8) times annually. Notice of all regular meetings of the Board of Trustees shall be provided via First Class Mail or Email to the Trustees at least ten (10) days prior to the meeting.

Article IX Elections

1. **Election of Trustees:** Election of Trustees shall be held at the Annual Meeting by the voting membership.

2. **Voting Membership:** The voting membership shall include all members with fully qualified membership status. Each family, corporation, firm or organization, which holds a membership in good standing, shall have ONE vote cast by its designated representative.

3. **Election of Officers:** The Trustees' election of Officers shall be held at the reorganization meeting of the Board of Trustees following the Annual Meeting.

Article X Balloting and Quorum

1. **Annual Meeting of Members:** A majority of the voting members present shall transact the business of the Annual Meeting, providing such members are in good standing, i.e. dues current, within the membership year. A person who is not a member of THSSH at the time The Notice of Annual Meeting is posted will not be allowed to vote at the Annual Meeting.

2. **Board of Trustees Meetings:** A simple majority of the members of the Board of Trustees shall constitute a quorum for the transaction of all business at meetings of the Board. Unless otherwise specified, a simple majority vote by those present at a regular meeting of the Board of Trustees shall constitute the determining vote. The Trustees present in person at a duly organized meeting may continue the meeting without benefit of motion until adjournment. Less than a quorum may adjourn a meeting.

3. **Executive Committee Meetings:** A majority of the members of the Executive Committee shall constitute a quorum for the transaction of all business at meetings of the Executive Committee.

Article XI Fiscal Policies

1. **Fiscal Year:** The Fiscal Year shall commence on January 1 of each year and end on December 31 of that year.

2. **Specific Expenditures:** All expenditures in excess of \$500.00 and not provided for in the budget shall require prior approval of the Board of Trustees.

3. **Reinvestment:** THSSH shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Trustees, without being restricted to the class of investments which a Trustee is or may in the future be permitted by law to make or any similar restriction; provided, however, that no action shall be taken by or on behalf of THSSH if such action would result in the denial of THSSH's income tax exemption under Section 501(c)3 of the Internal Revenue Code and the Regulations thereunder as they now exist or as they may hereafter be amended.

4. **Commingling:** The Board of Trustees shall incorporate as assets of THSSH all property received and accepted by THSSH and, subject to any limitations, conditions or requirements which may be a part of any gift, may commingle any assets of THSSH with any other THSSH

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assets. The Board may maintain any asset or assets in segregated funds or accounts whenever in its sole discretion it shall determine such segregation to be in the best interest of THSSH or when the conditions, limitations or instructions of any gift, grant, bequest or devise shall require such segregation.

5. **Unrestricted Donations:** THSSH shall distribute unrestricted donations as follows - Under \$10,000 to be immediately available for THSSH business expenditures as approved by the Board of Trustees; the remaining donation above \$10,000 shall be deposited into THSSH savings. THSSH shall use only the income from a unrestricted donation of over \$100,000.

6. **Liquidation:** Upon liquidation of THSSH, all assets of THSSH will be donated to a designated historical organization. Items that cannot be donated to a historical organization will be donated to a designated charitable organization.

7. **Charitable Status:** Notwithstanding any other provision of these By-laws, no Trustee, Member, Officer, Employee or representative of THSSH shall take any action or carry on any activity by or in behalf of THSSH which is not permitted to be taken or carried on by an organization exempt from income tax under Section 501 (c) 3 of the Internal Revenue Code of 1986 and its Regulations as they now exist or as they may be amended, or by an organization, contributions to which are deductible under Section 170 (c) (2), Section 2055 (a) (2), and Section 2522 (a) (2) of such Code and Regulations thereunder as they now exist or as they may be amended.

8. The Executive Board of THSSH has adopted the logo displayed below as the official logo of the Historical Society of the Somerset Hills. No other logo is sanctioned or authorized for use as representing THSSH or any event associated with the Historical Society of the Somerset Hills.



9. Any notice, program, merchandise or activity using the THSSH logo, name, or address or involving the participation in any capacity of trustees or members must be authorized by the THSSH Board of Trustees after a plan has been developed but before any promotion has been done or any money spent. Promotion includes any printed material or electronic communication distributed to the membership and/or the general public. In an emergency, such approval may be given by the THSSH Chairperson or President. Any notice, program or activity may be presented and approved as a single or as a recurring event.

10. **Indemnification:** Every Trustee, Member, Officer, or employee of the corporation shall be indemnified by the corporation against all expenses and liabilities including counsel fees and disbursements, reasonably incurred by or imposed in connection with any proceeding to which he or she may be made a party, or in which he or she may become involved, by reason of being or having been a Trustee, Member, Officer or employee of the corporation, or any settlement thereof made with court approval, whether or not he or she is a Trustee, Member, Officer or employee at the time such expenses are incurred, to the fullest extent permitted by N.J.S.A.

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15A:3-4. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Trustee, Member, Officer or employee may be entitled.

Article XII By-Laws

1. **Amendments:** Changes in the By-laws may be approved by a two-thirds (2/3) vote of the entire Board of Trustees at any meeting of the Board, provided that the proposed changes have been furnished to each Trustee at least thirty (30) days prior to the date of the meeting. Proxies may be used.

2. **Procedure:** Robert's Rules of Order shall govern all procedures not provided for in the By-laws.